

NORTH ISLAND-COAST DEVELOPMENT INITIATIVE TRUST

PROCEDURE BY-LAW

By-Law No. 3, being a by-law to regulate the proceedings of the
NORTH ISLAND-COAST DEVELOPMENT INITIATIVE TRUST

DEFINITIONS

ACT means the “*NORTH ISLAND-COAST DEVELOPMENT INITIATIVE TRUST ACT, 2005*”
(the “Act”)

NORTH ISLAND-COAST DEVELOPMENT INITIATIVE TRUST means the corporation (“ICET”) established under the Act.

DIRECTORS means the directors of the board under the *ICET Act*.

NORTH ISLAND-COAST DEVELOPMENT INITIATIVE TRUST (“ICET”) for the purposes of regulating its proceedings enacts as follows:

1. **REVOCATION OF BY-LAW NO. 2**

Procedure By-Law No. 2 is hereby revoked.

11. **PROCEEDINGS OF THE MEETINGS OF ICET**

1. **ICET Meetings**

The ICET may meet at least monthly on the 3rd Friday of each month.

2. All meetings of the ICET shall take place in the City of Courtenay or by electronic media or at such times and places as the Chair may determine.

3. Any six directors of the ICET may at any time by notice in writing directed to the Chair require a meeting to be called, and the Chair shall within two weeks set a date for a meeting, which meeting shall be held no later than thirty days from the date of receipt of the notice in writing directed to the Chair signed by six directors of the ICET requiring such a meeting to be called.

4. The directors of the ICET shall elect one of their number as Chair and one of their number as Vice-Chair to hold office until a successor or successors are elected, and for this purpose each director shall have one vote.

5. The Chief Executive Officer of the ICET shall present to the Chair a certified list of those persons appointed as directors of the ICET.

6. All By-Laws and Resolutions of the ICET shall be decided by a majority of the votes of the directors who are at the meeting and entitled to vote thereon.

7. Quorum

A majority of the directors having amongst them the majority of the votes constitute a quorum for the transaction of the business of the ICET.

8. Executive Committee

ICET may establish an Executive Committee of five directors, four of which must be the Chair, Vice-Chair, Secretary and Treasurer. The fifth member must be elected at large from the other directors. The ICET must determine terms of reference for the Executive Committee.

9. Meetings

Other than a designated meeting, in view of the business discussed, all other meetings shall not be open to the public.

10. Minutes

The minutes of the proceedings of all meetings of the ICET shall be drawn up and entered in a book to be kept for that purpose, and shall be certified as correct by the Secretary of the ICET and shall be signed by the Chair or other director presiding at such meeting or at the next meeting at which they are adopted. A summary of the minutes shall be available for inspection at all reasonable times for directors and ICET staff.

11. Opening Proceedings

Call to Order As soon after the hour of the meeting as there shall be a quorum present, the Chair shall call the directors to order.

Non-Attendance of Chair In the event the Chair or Vice-Chair does not attend within fifteen minutes after the time appointed for the meeting, the Chief Executive Officer shall call the directors to order and if a quorum be present, the chairman shall be chosen who shall preside during the meeting or until the arrival of the Chair or Vice-Chair.

No quorum after fifteen minutes - adjournment

In the event there shall be no quorum present within fifteen minutes after the time appointed for the meeting, the Chief Executive Officer shall record the names of the directors then present and the ICET shall then stand adjourned for that meeting.

12. Reading the Minutes

Immediately after the Chair shall have taken the Chair of the meeting, the minutes of the preceding meeting, which shall have been previously circularized, shall be considered for adoption as written, and any mistake therein may be corrected in the adoption of the minutes by the ICET.

13. Duties of Presiding Chair

The Chair, if present, shall preside at all meetings of the NI-C Trust. In all cases where the votes of the directors then present are equal for and against the question, the question shall be negatived; and it shall be the duty of the presiding director of the ICET to so declare.

14. Points of Order

The Chair shall preserve order and decide all points of order which may arise, but subject to appeal to the other directors of the ICET.

15. Appeal from Decision

If an Appeal be taken by a director of the ICET from a decision of the Chair, the question shall be immediately put to him, and decided without debate, ΔShall the Chair be sustained?@ and the Chair shall be governed by the vote of the majority of the directors of the ICET then present (exclusive of himself), and the names of the directors of the ICET voting for or against the question ΔShall the Chair be sustained?@ shall be recorded in the minutes, and in the event of the votes being equal, the question shall pass in the affirmative.

16. Agenda

The Chief Executive Officer shall distribute, prior to each meeting, an Agenda outlining the business to be transacted at such meeting. The Chair shall have the right to add additional items of business if in his opinion he considers it to be in the best interest of the ICET.

17. Resolutions

- a. All resolutions to be at a meeting of the ICET shall be regularly moved and seconded, and the Chair shall declare the motion to be put and need not declare the name of the mover and the seconder;

- b. A resolution that is approved in writing, or by telex, telegraph, telephone, video conferencing or other similar means of communication confirmed in writing or other graphic communication, by a majority of the directors is as valid as if it were passed at a meeting of the directors properly called and constituted;

18. Voting

No director shall speak upon any motion or question more than once, save as hereinafter provided. After the motion has been made and seconded, or a question properly put before the meeting, the mover of the motion or the director putting the question to the ICET shall be allowed to speak upon it and thereafter all directors who so desire may speak upon the motion or question and when all directors have so spoken, or such directors of the ICET as may wish to speak upon such question or motion, the mover of the motion or the director raising the question, shall be allowed a reply by shall be confined to replying to matters and things raised by other directors of the ICET and when the mover of such motion or the director has put such question to the ICET has been heard in reply, the motion or question shall be put to a vote.

After the question is finally put by the Chair of the meeting, no director shall speak to the question nor shall any other motion be made until after the result of the vote has been declared and the decision of the Chair of the meeting as to whether the question has been finally put and as to the outcome of any vote thereon, shall be conclusive.

Every director who shall be present when the question is put, shall vote and any director when present who abstains from voting shall be deemed to have voted in the affirmative.

19. Motion to Commit

A motion for commitment, until it be decided, shall preclude all amendment of the main question.

20. Motions Allowed During Debate

When a question is under consideration, no motion shall be received unless:

1. To commit;
2. To amend;
3. To lay on the table;
4. To postpone indefinitely;
5. To postpone to a certain time;
6. To move the previous question;
7. To adjourn.

21. Order of Precedence

These several motions shall be precedence in the order in which they are named in Section 20, and the last five shall be neither amendable nor debatable.

22. Motion to Adjourn

The motion to adjourn the ICET or to adjourn the debate shall always be in order, but if such motion be defeated, no second motion to the same effect shall be introduced until after some other business or proceedings shall have been dealt with and there shall be no debate permitted upon a motion to adjourn and upon a motion to adjourn being moved and seconded, question thereon shall be put forthwith and determined.

23. Amendments in General

Moving Amendments

A director shall have the right of moving an amendment to a motion without giving notice thereof.

The amendment may propose:

1. To leave out certain words;
2. To leave out certain words and to insert or add others;
3. To insert or add certain words.

24. Amendment Negatived

Only one amendment shall be allowed to an amendment, as an amendment once negatived by the ICET cannot be proposed a second time.

25. Motions Ruled out of Order

Whenever the Chair is of opinion that a motion offered by the ICET is contrary to the rules and privileges of the ICET, he shall immediately appraise the ICET of the same and before putting the question thereof, he shall if requested by any director of the ICET cite the rule or authority applicable to the case. No argument or comment shall ensue, except an appeal to the ICET as provided by Section 15 hereof.

26. Division of a Question

When the question under consideration contains distinct propositions, upon the request

of any member of the ICET the vote upon each proposition shall be taken separately.

27. Reconsideration

Motion to Rescind

A motion to rescind a resolution passed by the ICET may be made at any time but only by a director of the ICET who declared that he voted in the affirmative when such resolution was passed.

After any question except one of indefinite postponement has been decided, any director may at a first meeting held thereafter move for a reconsideration thereof but no discussion of the main question shall be allowed and no debate had thereon unless the motion to reconsider has been adopted.

28. Privilege

Whenever a matter of privilege arises, it shall be immediately taken into consideration.

29. Proceedings Relating to the Passage of By-Laws

No By-Law shall be introduced either in blank or in an incomplete form. Every By-Law shall be printed or typewritten before it is introduced and each director of the ICET shall be provided with a copy thereof. Every By-Law shall be introduced upon motion duly seconded by the question "A By-Law No. be now introduced and passed by the North Island-Coast Development Initiative Trust@" and upon this motion being carried, the By-Law second motion either at the same meeting or a subsequent meeting where the question is "A By-Law No. be now reconsidered and adopted by the North Island-Coast Development Initiative Trust@". There shall be no amendments on the motion to reconsider and finally adopt the By-Law.

30. Seal and Signature of the Chair

Every By-Law shall be under the Seal of the ICET and shall be signed by the Chair or by the person legally presiding at the meeting at which the By-Law has been passed, and by the Chief Executive Officer of the ICET.

III. UNPROVIDED MATTERS

31. In all matters relating to procedure not expressly provided for in this Procedure By-Law, the provisions of the ICET relating to proceedings at municipal council meetings shall be followed and applied insofar as the same shall be applicable. In all other unprovided cases in the proceedings of the ICET, in the event that the *Community Charter* not cover the situation, the provisions of "A Roberts Rules of Order@", insofar as the same shall be applicable, shall be followed and applied.

IV. AMENDMENT OF THE PROCEDURE BY-LAW

32. This Procedure By-Law relating to the procedure of the ICET shall not be altered or amended except by By-Law passed at a regular meeting of the ICET in pursuance of the notice in writing given and openly announced at a preceding regular meeting of the ICET.

INTRODUCED AND PASSED by the NORTH ISLAND-COAST DEVELOPMENT INITIATIVE TRUST on the day of, 2007.

RECONSIDERED AND FINALLY ADOPTED by the NORTH ISLAND-COAST DEVELOPMENT INITIATIVE TRUST on the day of, 2007.

Chair

Chief Executive Officer